

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB Number:	3235-0076
Expires:	May 31, 2005
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hours per response

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OMB APPROVAL

SEC USE ONLY							
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DATE RECEIVED							
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Name of Offenng (check if this is an amendate FrontPoint Offshore Quantitative Macro Fund, L	nent and name has	changed, and indicate	change.)			
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505	Rule 50€	6 D S	Section 4(6)	BOYAN FSSE
	Amendment					Phoces-
INCOME FOR THE REAL PROPERTY OF THE	(a) Section B/	ISIC/IDENTIFICATION	I DATA (1828).			101 10 20 17
 Enter the Information requested about the is 						ULI I U ZIWI
Name of Issuer (check if this is an armer		as changed, and Indic	ate change.)			THOMSON
FrontPoint Offshore Quantitative Macro Fund, L Address of Executive Offices		et, City, State, Zip Co	de)	Telephone N	Jumber (Includ	ing Area PRONICIAL
Address of Executive Offices	(Main our and our	301, 011 3 1, 01210, 214	,		<u> </u>	- History -
Address of Principal Business Operations (if different from Executive Offices)	(Number and Stre	eet, City, State, Zip Co	de)	Telephone N	lumber (Includ	ling Area Code)
Brief Description of Business						79426
Type of Business Organization Corporation	☐ limited partne	rship, already formed		other		779420
□ business trust	Ilmited partner	rship, to be formed				
Actual or Estimated Date of Incorporation or Or Jurisdiction of Incorporation or Organization;	(Enter two-letter	Month U.S. Postal Service about for other foreign jure		☐ Actual		☐ Estimated

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mall to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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2. Enter the information requ	esled for the following:				
 Each promoter of the 	s (ssuer, if the issuer has b	een organized within the past five	years;		
 Each beneficial owns 	er having the power to vot	a or dispose, or direct the vota or	disposition of, 10% or more o	I a class of equity securi	ties of the issuer;
		e issuers and of corporate genera	l and managing partners of pa	ertnership (ssuers; and	
Each general and ma	anaging partner of partner	ship issuers.			
Check Box(es) that Apply:	☐ Promoter	☐ Benefidal Owner	☐ Executive Officer	Director	
Full Name (Last name first, i	f individual)			<u> </u>	
FrontPoint Quantitative Mac	ro Fund GP, LLC				•
Business or Residence Addr	ress (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Gree	nwich, CT 06830				
Check Box(es) that Apply:	☑ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)	1	٠,		
FrontPoint Partners LLC					
Business or Residence Addr	ress (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Gree			· .		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				. '
Hagarty, John	·				
Business or Residence Addr	ress (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Gree		ou, out, out of out of			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	if individual)	· · · · · · · · · · · · · · · · · · ·		·_	
Boyle, Geraldine					
Business or Residence Adde	ress (Number and Stre	et City State Zin Code)			
Two Greenwich Plaza, Gree		et, only, otale, Esp occes			
			F3 5 0/6		□ 6I
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, i	it individual)				
McKinney, T.A.					· · · · · · · · · · · · · · · · · · ·
Business or Residence Addi	•	et, City, State, Zip Code)			
Two Greenwich Plaza, Gree	nwich, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,)	if Individual)				
Amold, Jill					
Business or Residence Add	ress (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Gree	nwich, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, i	if individual)			· · · · · · · · · · · · · · · · · · ·	
Marmoll, Eric					
Business or Residence Add	ress (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Gree	•	- · · · · · · · · · · · · · · · · · · ·			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	if individual)				•
Creaney, Robert Business or Residence Addr	,	at City State 7in Code)			
Two Greenwich Plaza, Gree	•	er, City, State, Zip Code)			
CICCITRICIT 1040, CICC	**************************************	•			

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Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				····
Munno, Dawn		.*			
Business or Residence Addre	ess (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Green	wich, CT 06830				
Check Box(es) that Apply;	☐ Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Mendelsohn, Eric		à			
Business or Residence Addre	ess (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Green	wich, CT 06830		•		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)		· · · · · · · · · · · · · · · · · · ·		
Webb, James G.					
Business or Residence Addre	ess (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Green	wich, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
FrontPoint Offshore Quantita	tive Macro Fund, Ltd.				
Business or Residence Addre	•	· · · · · · · · · · · · · · · · · · ·			
c/o M&C Corporate Services,	, P.O. Box 309 G.T., L	Igland House, South Church !	Street, Georgetown, Gran	d Cayman, Cayman	Islands

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box . and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Offering Price Already Sold Type of Security \$ Debt..... \$ Equity □ Preferred □ Common Convertible Securities (including warrants) \$5,640,000 \$5,640,000 Partnership Interests..... \$ \$ Other (Specify \$5,640,000 \$5,640,000 Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$5,640,000 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. **Dollar Amount** Type of Type of offering Security Sold Rule 505..... \$ Regulation A..... \$ Rule 504..... \$ Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$\tag{\textsq}\$\$ Printing and Engraving Costs..... Accounting Fees..... \$ Engineering Fees Other Expenses (identify) ..□ \$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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	 Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 			\$5,640,000			
5.	to be used for each of the purposes sho furnish an estimate and check the box to	od gross proceeds to the issuer used or proposed wn. If the amount for any purpose is not known, the left of the estimate. The total of the payments seeds to the issuer set forth in response to Part C					
				Payments to Officers, Directors & Affillates		Payments To Others	
	Salaries and fees			\$		<u>\$</u>	
				\$		\$	
		allation of machinery and equipment		\$	_	\$	
		lings and fadlities		\$		\$	
	Acquisition of other businesses (Incl	uding the value of securities involved in this					
	offering that may be used in exchan	ge for the assets or securities of another issuer		\$		\$	
				\$		\$	
				\$		<u>.</u> \$	
		rtnership that invests in a limited partner interest	ш		. ⊔		
	Other (specify): of affiliated entity			\$. ⊠	\$5,640,000	
				\$		\$	
				\$		\$5,640,000	
	Total Payments Listed (column totals added)						
******					S. Jak		
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ഹ്വ	stitutes an undertaking by the Issuer to fur	igned by the undersigned duly authorized person. nish to the U.S. Securities and Exchange Commiss investor pursuant to paragraph (b)(2) of Rule 502.	If this ion, u	notice is filed under Rule oon written request of its	505, t staff, t	he following signatur the information	
	uer (Print or Type)	Signature /		Date			
FrontPoint Offshore Quantitative Macro Fund,				October 2, 2007			
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
T.A	. McKinney	ative l	Macro Fund GP, LLC, ge	neral p	partner of the Issuer		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)